

Flexion Therapeutics Inc
Form 3
February 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Novo A/S

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/11/2014

3. Issuer Name and Ticker or Trading Symbol
Flexion Therapeutics Inc [FLXN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)

SEE REMARKS

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

TUBORG HAVNEVEJ 19

(Street)

HELLERUP,Â G7Â 2900

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

SERIES B PREFERRED STOCK	1	1	COMMON STOCK	1,090,823	\$ 0	D	1
	(1)	(1)		(1)			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novo A/S TUBORG HAVNEVEJ 19 HELLERUP, 2900	1	1 X	1	SEE REMARKS

Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of
Novo A/S

02/11/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents 8,868,393 shares of Series B Preferred Stock (the "Preferred Stock"), which has no expiration date and is convertible at any time, at the holder's election. Upon the closing of the Issuer's initial public offering, the Preferred Stock will automatically convert into shares of the Issuer's Common Stock based on the then-applicable Conversion Price (as defined in the Issuer's Amended and Restated Certificate of Incorporation), which currently provides for conversion on a 1-for-8.13 basis after automatically adjusting to reflect the 1-for-8.13 reverse stock split of the Issuer's common stock that occurred on January 27, 2014.

1

Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo A/S Board")

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.